

NRUC
CORPORATION

100 NORTH TWENTIETH STREET
SECOND FLOOR
PHILADELPHIA, PA 19103
215 • 569 • 2220

8-211A033

No.

JUL 29 1988

Date

Fee \$ 13.00

ICC Washington, D. C.

July 29, 1988

Ms. M. Lee
Interstate Commerce Commission
12th and Constitution Avenues, N.W.
Washington, D.C.
20423

RECORDATION NO. 15517-1313

JUL 29 1988 12 20 PM

INTERSTATE COMMERCE COMMISSION

MOTOR OPERATING UNIT

JUL 29 12 11 PM '88
ICC OFFICE OF
THE SECRETARY

Attention: Ms. M. Lee, Room 2303

Dear Ms. Lee:

Enclosed are four (4) original copies of supplement Number (1) one to an agreement of assignment. The primary agreement of assignment was filed on June 29, 1988 and given a recordation number 15517-R,

A fee of \$13.00 is enclosed. Please return three fully executed documents with the recording stamp thereon, to NRUC Corporation, 100 North Twentieth Street, 2nd Floor, Philadelphia, Pennsylvania 19103.

Very Truly Yours,

Robert L. Shiner, Jr.

Robert L. Shiner, Jr.
Vice President

RLS/rfg

enclosure

Elizabeth J. Garrison, J.P.

Interstate Commerce Commission

Washington, D.C. 20423

7/29/88

OFFICE OF THE SECRETARY

Robert L. Shiner, Jr.

Vice President

NRUC Corporation

Second Floor

Phila. PA. 19103

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/29/88 at 12:20pm, and assigned recordation number(s). 15517-BB

Sincerely yours,

Nanta L. McEue

Secretary

Enclosure(s)

RECORDED NO. 1537213B
PAGE 1288

JUL 29 1988 12 24 PM

SUPPLEMENT NO. 1 TO
AGREEMENT OF ASSIGNMENT

INTERSTATE COMMERCE COMMISSION

This Supplement No. 1 dated as of July 28, 1988 between NRUC Corporation as assignor (hereinafter called "Assignor") and The Canada Life Assurance Company, as successor assignee (hereinafter called "Assignee").

W I T N E S S E T H :

WHEREAS, Assignor and Canadian National Railway (hereinafter called "the Lessee") entered into a Lease Agreement as of January 22, 1988 (hereinafter called "the Lease Agreement") by which the Assignor agreed to lease 400 boxcars to Lessee, and

WHEREAS, Assignor entered into an Agreement of Assignment made as of June 28, 1988 (hereinafter called the "Agreement of Assignment") with Chemical Bank of Canada as assignee (hereinafter called "Chemical Bank"), by which certain rights of Assignor under the Lease Agreement were assigned to Chemical Bank, and

WHEREAS, Chemical Bank has assigned all of its rights under the Agreement of Assignment to Assignee by Assignment Agreement dated as of June 28, 1988, and

WHEREAS, Assignor and Assignee now desire to amend the Agreement of Assignment to reflect the delivery of 35 additional boxcars by Assignor to Lessee under the Lease Agreement.

NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00), the parties' respective covenants and obligations

herein contained and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. The Agreement of Assignment is hereby amended and supplemented by including as a part thereof the attached Schedules E-1 and F-1 reflecting the delivery of 35 additional boxcars to Lessee under the Lease Agreement.

2. All other terms and conditions of the Agreement of Assignment remain in full force and effect.

IN WITNESS WHEREOF, this Supplement No. 1 to the Agreement of Assignment has been duly executed as of the date first above written.

NRUC CORPORATION

By: Robert L Shiner J
Vice President

THE CANADA LIFE ASSURANCE COMPANY

By: Hong T. Lau
HONG T. LAU, ASSISTANT TREASURER

PROVINCE OF ONTARIO, CANADA)
MUNICIPALITY OF) ss.
METROPOLITAN TORONTO)

On this ^{25th} 28th day of July, 1988, before me personally appeared Hong T. Lau to me personally known, who, being by me duly sworn, says that he is the Assistant Treasurer of The Canada Life Assurance Company, that said instrument was signed on behalf of said Company by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Company.

[Signature]
NOTARY PUBLIC IN AND FOR THE
PROVINCE OF ONTARIO

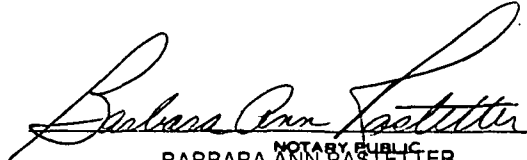
Notarial Seal

Commonwealth of Pennsylvania, }
County of PHILADELPHIA } ss.

On this, the 29th day of JULY, 1988, before me
BARBARA ANN RASTETTER, the undersigned officer, personally
appeared ROBERT L. SHINER, JR. known to me, or satisfactorily proven to
be the person whose name IS subscribed to the within instrument, and acknowledged that
HE executed the same for the purposes therein contained. -

In Witness Whereof, I hereunto set my hand and official seal.

[SEAL]


NOTARY PUBLIC
BARBARA ANN RASTETTER
Notary Public, Phila., Phila. Co.
My Commission Expires April 14, 1990



SCHEDULE E-1 & F-1

NRUC
CORPORATION

INTEROFFICE
MEMO

TO: William Kehl
FROM: Robert L. Shiner, Jr. *RLS*
SUBJECT: CN Delivered - Closing.
DATE: July 22, 1988

Cars to be accepted and delivered for July 28, 1988 closing.

NRUC OWNED CARS

CN 418253 - 418281 29 Cars

MANAGED CARS

CAR NUMBER
CN 418080
CN 418087
CN 418097
CN 418101
CN 418133
CN 418142

OWNER
William W. Kehl
Nathan A. Einstein
Francis M. Hipp
J.B. Stephens
South Carolina National Bank
Howard W. Moore

Total Managed Cars 6 Cars
Grand Total Owned & Managed 35 Cars

RLS/rfg

cc: John Mariscotti

RECORDATION NO. 1537213B
PAGE 1228

JUL 29 1988 12 44 PM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENT NO. 1 TO
AGREEMENT OF ASSIGNMENT

This Supplement No. 1 dated as of July 28, 1988 between NRUC Corporation as assignor (hereinafter called "Assignor") and The Canada Life Assurance Company, as successor assignee (hereinafter called "Assignee").

W I T N E S S E T H :

WHEREAS, Assignor and Canadian National Railway (hereinafter called "the Lessee") entered into a Lease Agreement as of January 22, 1988 (hereinafter called "the Lease Agreement") by which the Assignor agreed to lease 400 boxcars to Lessee, and

WHEREAS, Assignor entered into an Agreement of Assignment made as of June 28, 1988 (hereinafter called the "Agreement of Assignment") with Chemical Bank of Canada as assignee (hereinafter called "Chemical Bank"), by which certain rights of Assignor under the Lease Agreement were assigned to Chemical Bank, and

WHEREAS, Chemical Bank has assigned all of its rights under the Agreement of Assignment to Assignee by Assignment Agreement dated as of June 28, 1988, and

WHEREAS, Assignor and Assignee now desire to amend the Agreement of Assignment to reflect the delivery of 35 additional boxcars by Assignor to Lessee under the Lease Agreement.

NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00), the parties' respective covenants and obligations

7/22/88 15:33 2, 2, 3 567 2014 NRUC FILED 04

SCHEDULE E-1 & F-1

NRUC
CORPORATION

INTEROFFICE
MEMO

TO: William Kehl
FROM: Robert L. Shiner, Jr. *RLS*
SUBJECT: CN Delivered - Closing.
DATE: July 22, 1988

Cars to be accepted and delivered for July 28, 1988 closing.

NRUC OWNED CARS

CN 418253 - 418281 29 Cars

MANAGED CARS

CAR NUMBER
CN 418080
CN 418087
CN 418097
CN 418101
CN 418133
CN 418142

OWNER
William W. Kehl
Nathan A. Einstein
Francis M. Hipp
J.B. Stephens
South Carolina National Bank
Howard W. Moore

Total Managed Cars 6 Cars

Grand Total Owned & Managed 35 Cars

RLS/rfg

cc: John Mariscotti